

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

RECEIVED

DEC 5 10 58 AM '78

November 29, 1978

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

I.C.C.
FEE OPERATION BR.

RECORDATION NO. 9441-C Filed 1425

DEC 5 1978 - 11 00 AM

No. 8 339 A 023

Date DEC 5 1978

Fee \$10.00

Dear Sir:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 3, dated as of November 30, 1978, between Bethlehem Steel Corporation and Trailer Train Company. Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 3, are enclosed with this letter of transmittal together with a check in the amount of \$10.00.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, flush deck, all purpose flatcar	FC	39	TTX	980251-980289

All units will have marked on each side thereof the following legend:

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

Paul Snyder
Paul Snyder

Mr. Robert L. Oswald
November 29, 1978
Page Two

- 1116.4(e) - Prior recordations relating to this Supplement No. 3 were made on June 13, 1978 at 9:30 a.m., recordation number 9441, on September 12, 1978 at 9:30 a.m., recordation number 9441-A and on October 30, 1978 at 10:55 a.m., recordation number 9441-B.
- 1116.4(f) - Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 2, being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Assistant Treasurer

TDM:ph

Enclosures

RECORDATION NO. 9441-C Filed 1425

DEC 5 1978 - 11 00 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 3

dated as of November 30, 1978, between
BETHLEHEM STEEL CORPORATION (hereinafter
called the Manufacturer) and TRAILER
TRAIN COMPANY (hereinafter called the
Company).

The parties hereto have heretofore entered into
a Manufacturing Agreement dated as of June 1, 1978,
which was filed and recorded with the Interstate
Commerce Commission pursuant to Section 20c of the
Interstate Commerce Act on June 13, 1978, at 9:30 a.m.,
recordation number 9441, which provides for the
execution and delivery from time to time of supple-
ments thereto each substantially in the form hereof
for the purpose of subjecting to said Manufacturing
Agreement additional units of new, standard gauge
railroad equipment.

The units of railroad equipment described in
Item 1 of Annex A hereto are hereby subjected to said
Manufacturing Agreement. The information set forth
in Annex A hereto in respect of such units of railroad
equipment, and set forth in Items 2 and 3 of said
Annex A, is hereby incorporated into Annex A to the
Manufacturing Agreement as though originally set
forth therein; provided, however, that such information
shall apply and refer only to the units of railroad
equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

BETHLEHEM STEEL CORPORATION

(CORPORATE SEAL)

By David Adams
Vice President

ATTEST:

B. J. Mashea
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By R. E. Jernigan
Treasurer

ATTEST:

J. D. Marion
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF LEHIGH

SS:

On this 4th day of December, 1978, before me personally appeared David Adams, Jr., to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. H. Varig
Notary Public

(NOTARIAL SEAL)
My Commission expires:

My Commission Expires
July 17, 1982
City of Bethlehem
Lehigh County

STATE OF ILLIONIS
COUNTY OF COOK

SS:

On this 29th day of November, 1978, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret R. Goltz
Notary Public

(NOTARIAL SEAL)
My Commission expires:

My Commission Expires July 7, 1982

Annex A
BETHLEHEM STEEL CORPORATION
(Manufacturer)
TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification Contract Number</u>
89'4", 70-ton capacity, hydraulic draft gear all purpose flatcar	39	980251 - 980289	\$44,300	\$1,727,700	Dec. '78	#68-43-052572 T-3078-B

Item 2: May 30, 1979

Item 3: May 30, 1979